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APPLICANTS FOR COUNSEL TO LEVELLAND/HOCKLEY COUNTY ETHANOL, L.L.C., DEBTOR IN POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
LUBBOCK DIVISION**

IN RE	§	
	§	
LEVELLAND/HOCKLEY COUNTY	§	CASE No. 11-50162-11
ETHANOL, LLC	§	
	§	CHAPTER 11
DEBTOR	§	
	§	

**MOTION TO SET EXPEDITED HEARING ON EXPEDITED MOTION
OF THE DEBTOR UNDER 11 U.S.C. §§105, 363 AND 364 TO
APPROVE ENTRY INTO ASSET MANAGEMENT AGREEMENT WITH TENASKA
BIOFUELS, LLC AND FOR RELATED RELIEF**

Levelland/Hockley County Ethanol, LLC (“Levelland Ethanol” or the “Debtor”), debtor and debtor in possession in the above-referenced chapter 11 case, by and through its undersigned counsel, files this *Motion to Set Expedited Hearing on Expedited Motion Of The Debtor Under 11 U.S.C. §§363 and 364 To Approve Entry Into Asset Management Agreement With Tenaska BioFuels, LLC and For Related Relief* (the “Motion to Approve Tenaska Agreement”). In support of this Motion, Debtor respectfully shows as follows:

1. The Debtor filed its voluntary petition under chapter 11 on April 27, 2011 (the "Petition Date"). Pursuant to 11 U.S.C. §§1107(a) and 1108, Debtor now operates its business and manages its properties as a debtor in possession. The Court has designated the case as a complex chapter 11 case under the Local Bankruptcy Rules. The U.S. Trustee has formed an official creditors' committee as of Monday, May 9, 2011, the appointment of which is expected to be finalized in the next few days.

2. Resuming full operation of its ethanol plant is the single, most critical step to a successful reorganization for the Debtor. The Debtor cannot find "conventional" DIP financing sufficient to operate the plant. Entry into the Tenaska Agreement that is set forth in the related Motion to Approve Tenaska Agreement is essential to the Debtor's operations and future reorganization prospects. As such, it is one of the "first day" motions for which the Debtor needs the Court's prompt approval.

3. The relief requested in the Debtor's Application is extremely time sensitive. Relief is sought under 11 U.S.C. §363(c) as an agreement outside ordinary course of business and §364(b) relating to limit matters for post petition financing arraignments.

4. Expedited consideration is necessary because the restarting of the Debtor's ethanol operations depends on the supply and output arrangement set forth in the Tenaska Agreement. Working capital alternatives are not available to the Debtor.

5. The Debtor seeks to set the Motion to Approve the Tenaska Agreement on the court's docket for May 17, 2011. However, the major secured lender, a bank group headed by GE Financial Services, Inc. has informed counsel to the Debtor that it

is opposed to setting the Motion at that early a date, although it did not take a position on a date later in the month but prior to the 21 day notice provisions.

WHEREFORE PREMISES CONSIDERED, the Debtor prays the Court enter an order granting this Motion by setting an expedited hearing as early as possible during the month of May 2011 and setting an expedited response time and schedule with respect to the hearing and for such other and further relief as is just.

Dated: May 10, 2011.

Respectfully submitted,

BLOCK & GARDEN, LLP

/s/ Richard Levy

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CERTIFICATE OF SERVICE

I certify that on May 10, 2011, a copy of the foregoing Motion was served via ECF notice upon the parties filing a notice of appearance in the case, upon Paul Heath, counsel for GE via e-mail, upon the shortened service list prescribed in the Complex Chapter 11 Procedures on an expedited basis as detailed on the attached service list and upon the United States Debtor's Office by e-mail and facsimile.

/s/ I. Richard Levy

I. Richard Levy

Levelland/Hockley County Ethanol, LLC
Att: James P. Halbert
103 S. FM 2646, PO Box 26
Levelland, TX 79336-0026

Debtor **via e-mail**

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Dallas, TX 75225

Counsel to Debtor **by hand**

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Subordinated Secured Creditor **via email**

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Chicago, IL 60661
20 Largest **via e-mail** ellise@iowapacific.com;
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Plains Grain Co, Inc.
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Abernathy, TX 79311

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Grand Island, NE 68801

20 largest **via email**

CEI Pipeline
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Oklahoma City, OK 73114

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Counsel for CEI Pipeline **via ECF** drl@mhba.com

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445 Roy Arnold Ave.
Danville, KY 40423

20 largest **via e-mail** mbaker@ferm-solutions.com

First Insurance Funding Corp
P.O. Box 66468
Chicago, IL 60666-0468

20 largest **via fax**

Shortened Service List 05/10/2011

Friona Wheat Growers
Att: Greg O'Brien
P.O. Box 248
Friona, Tx 79035

20 largest **via fax 806-250-2150**
via email **grego@frionawheatgrowers.com**

Gary Neill Trucking
Att: Gary Neill
1102 E. Archer Road
Seymour, TX 76380

20 Largest **via fax 940-889-4772**

Genencor/Danisco US Inc
Att: Amber Trumbull
PO Box 7247-8528
Philadelphia, PA 19170-8528

20 largest **via fax 585-256-525**

Farmer's Co-Op Elevator
Dean Sasser
P.O. Box 1087
Levelland, TX 79336

20 largest **via e-mail**

Hansen Mueller
Att: Chris Rau
8951 Synergy Dr., Ste. 224
McKinney, TX 75070

20 Largest **via e-mail**

Julian Coleman
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Lamesa, TX 79331

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Amarillo, Tx 79102

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Kenneth Weston, Esq
Courtney, Countiss, Brian & Bailey, LLP
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Amarillo, TX 79105

Attorney for JD Heiskell **via ECF**

Land of Lakes Purina Mills
Att: Mike Johnston
P.O. Box 64102, Mail Station 5505
St. Paul, MN 55164

20 Largest **via fax**

Lariat Dairy Inc.
Att: Jason Bryan - Commodities Plus
P O Box 1036
Farwell, TX 79325

20 Largest **via fax**

John & Neta Loepky Farms
Att: John Loepky
430 US HWY 180 West
Seminole, Tx 79360

20 largest **mail**

Opplinger Feedyard Inc.
Att: Don Oppliger
P O Box 854, 520 CR 14
Clovis, NM 88101

20 Largest **via e-mail**

Nathan Segal & Company
Att: Jack Goldman
P.O. Box 272189
Houston, TX 77277-2189

20 Largest **via email jackg@nathansegal.com**

Sanderson Grain
Att: Les Wilks-Titan
P.O. Box 116
Springlake, Tx 79082

20 largest **via fax**

Shortened Service List 05/10/2011

Triple Nickel Inc.
808 W. 19th
Muleshoe, Tx 79347

20 largest

Ovvernight mail

Laura J. Monroe, Esq.
Perdue, Brandon, Fielder, Collins & Mott, L.L.P.
P. O. Box 817
Lubbock, Tx 79408

**South Plains College, Hockley County And Levelland
Independent School District**

via email

Internal Revenue Service
Special Procedures-Insolvency
PO Box 7346
Philadelphia, PA 19101-7346

GovernmentNotice Overnight mail

United States Attorney
3rd Floor, 1100 Commerce St.
Dallas, TX 75242-1699

Government Notice

Overnigt mail

Doug Bruggeman
Rex American Resources
2875 Needmore Rd.
Dayton, OH 45414
dbruggeman@rexamerican.com

Largest Member Interest

via email

Myrtle McDonald
Myrtle McDonald, PLLC
3305 66th Street, Suite 3
Lubbock, TX 79413

West Texas St. Bank

via fax (806) 589-0790

State Comptroller of Public Accounts
Revenue Acctg-Bankr. Section
PO Box 13528
Austin , TX 78711

Government Notice

overnight-mail

After printing the motion you can generate the accompanying order.

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BTXN 146 (rev. 03/03)

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In Re:	§	Case No.: 11-50162-RLJ-11
	§	
Levelland/Hockley County Ethanol, LLC	§	Adversary No.:
	§	
	§	
Debtor(s)	§	
	§	
	§	
	§	
Plaintiff(s)	§	
	§	
	§	
vs.	§	
Defendant(s)		

**MOTION FOR SETTING AND
REQUEST FOR EXPEDITED HEARING**

1. Leveeland/Hockley County Ethanol, LLC hereby requests that a hearing be set on the Expedited Motion of the Debtor under ss.105,363 and 364 to Approve Entry nto Asset Managment Agreemeent with Tenaska BioFuels, LLC and for Related Relief not later than May 17 or Lubock docket after May 23, 2011. Hearing by such date is necessary because Resuming full operation of Debtor's ethanol plant is the single, most critical step to a successful reorganization for the Debtor. The Debtor cannot find "conventional" DIP financing sufficient to operate the plant. Entry into the Tenaska Agreement that is set forth in the related Motion to Approve Tenaska Agreement is essential to the Debtor's operations and future reorganization prospects. As such, it is one of the "first day" motions for which the Debtor needs the Court's prompt approval. The relief requested in the Debtor's Motion is extremely time sensitive. Relief is sought under 11 U.S.C. §363(c) as an agreement outside ordinary curse of business and §364(b) relating to limit matters for post petition financing arraignments. Expedited consideration is necessary because the restarting of the Debtor's ethanol operations depends on the supply and output arrangement set forth in the Tenaska Agreement. Working capital alternatives are not available to the Debtor..
2. Notice of proposed expedited hearing will be provided to GE Financial Services, Inc. (Senior Secured Lender); U.S. Trustee's Office; Creditor's Committee (in formation stage); Debtor; Farmer's Energy Levelland, LLC (subordinated secured lender); by Leveeland/Hockley County Ethanol, LLC and will be sufficient because Had meetings with GE and explained terms of Agreement in detail; described terms of transaction to unsecured creditors at committee formation meeting held on May 9, 2011.
3. A hearing was not requested earlier because Terms of Tenaska Agreement

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

BTXN 146 (rev. 09/02)

In Re:	§	Case No.: 11-50162-RLJ-11
	§	
Levelland/Hockley County Ethanol, LLC	§	Adversary No.:
	§	
Debtor(s)	§	
	§	
	§	
Plaintiff(s)	§	
	§	
vs.	§	
Defendant(s)		

ORDER REGARDING REQUEST FOR EXPEDITED HEARING

The request for an expedited hearing on Expedited Motion of the Debtor under ss.105,363 and 364 to Approve Entry nto Asset Managment Agremeent with Tenaska BioFuels, LLC and for Related Relief by Leveeland/Hockley County Ethanol, LLC is GRANTED / DENIED.

Hearing is set for _____ at _____ o'clock ____ M.

End of Order